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1995-12-27 \$63.00
EEB, FFF

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
—
(202) 393-2266
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OF COUNSEL
URBAN A. LESTER

December 27, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of each of the following documents: Twenty-Fourth Amendment to Security Agreement-Trust Deed, dated as of December 27, 1995, and a separate Bill of Sale and Assignment and Assumption Agreement, dated as of December 27, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Twenty-Fourth Amendment

Debtor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)
Capital Corporation
135 East 57th Street
New York, New York 10022-2101

A description of the railroad equipment being DELETED from the Security Agreement is: 299 railcars set forth in Annex A attached to the Twenty-Fourth Amendment, with the Leases related thereto set forth in Annex B attached to the Twenty-Fourth Amendment.

Mr. Vernon A. Williams
December 27, 1995
Page 2

With respect to the 299 railcars being DELETED from the Security Agreement,
the parties are as follows:

Bill of Sale

Transferee: ACF Industries, Incorporated
620 North Second Street
St. Louis, Missouri 63301

Transferor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

Assignee: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Assignor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the
Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the
undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission 12/27/95
Washington, D.C. 20423-0001

Office Of The Secretary
W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Sir:

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, DDDD, EEEE and FFFF, and assigned recordation number(s).

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100904023)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

[EXECUTION COPY]

1995
27 1995 12:00 PM

TWENTY-FOURTH AMENDMENT

TO
SECURITY AGREEMENT - TRUST DEED,

dated as of December 27, 1995

between

AKF CORP.

and

INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION

TWENTY-FOURTH AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED

THIS TWENTY-FOURTH AMENDMENT TO SECURITY AGREEMENT - TRUST DEED, dated as of December 27, 1995 (this "Amendment"), is made between AKF Corp., a Delaware corporation (the "Debtor"), and INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION (the "Secured Party").

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a certain Security Agreement - Trust Deed, dated as of December 21, 1994 (as amended prior hereto, the "Security Agreement"); and

WHEREAS, the Debtor and the Secured Party have agreed, subject to the conditions and terms hereinafter set forth, to amend the Security Agreement in certain respects as herein provided;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Use of Defined Terms. Unless otherwise defined or the context otherwise requires, terms for which meanings are provided in the Security Agreement shall have such meanings when used in this Amendment.

ARTICLE II

AMENDMENTS

SECTION 2.1. Amendments to Annex A to Security Agreement. Effective as of the date hereof, Annex A to the Security Agreement is hereby amended by the deletion of the Cars listed on Annex A hereto. Each reference to Annex A in the Security

Agreement shall be deemed to refer to such Annex as amended by Annex A hereto.

SECTION 2.2. Amendments to Annex B to Security Agreement. Effective as of the date hereof, Annex B to the Security Agreement is hereby amended by the deletion of the Equipment Leases listed on Annex B hereto. Each reference to Annex B in the Security Agreement shall be deemed to refer to such Annex as amended by Annex B hereto.

ARTICLE III

REAFFIRMATION OF SECURITY INTEREST

SECTION 3.1. Reaffirmation. The Debtor, in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in order to secure the prompt payment in full and when due (whether at stated maturity, by acceleration or mandatory prepayment or otherwise) of the Secured Obligations, has granted, and does hereby grant, to the Secured Party and its successors and assigns, a lien on and the security interest in all of the Debtor's right, title and interest in, to and under the Collateral.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES

In order to induce the Secured Party to enter into this Amendment, the Debtor represents and warrants unto the Secured Party as set forth in this Article IV.

SECTION 4.1. Due Authorization, Non-Contravention, etc. The execution, delivery and performance by the Debtor of this Amendment are within the Debtor's corporate powers, have been duly authorized by all necessary corporate action, and do not

- (a) contravene the Debtor's certificate of incorporation or by-laws; or
- (b) contravene any contractual restriction, law or governmental regulation or court decree or order binding on or affecting the Debtor.

SECTION 4.2. Government Approval, Regulation, etc. No authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or

other person or entity is required for the due execution, delivery or performance by the Debtor of this Amendment.

SECTION 4.3. Validity, etc. This Amendment constitutes the legal, valid and binding obligation of the Debtor enforceable against it in accordance with its terms.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 5.1. Ratification of and References to the Security Agreement. This Amendment shall be deemed to be an amendment to the Security Agreement, and the Security Agreement, as amended hereby, is hereby ratified, approved and confirmed in each and every respect. All references to the Security Agreement in any other document, instrument, agreement or writing shall hereafter be deemed to refer to the Security Agreement as amended hereby.

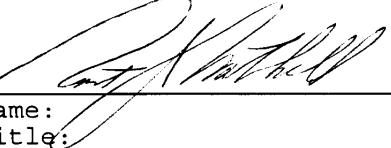
SECTION 5.2. Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment or any provisions hereof.

SECTION 5.3. Execution in Counterparts. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

SECTION 5.4. Governing Law. THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED IN SUCH STATE; AND THE SECURED PARTY SHALL BE ENTITLED TO THE BENEFITS OF THE RECORDING SYSTEM CONFERRED BY 49 U.S.C. SECTION 11303 AND SUCH ADDITIONAL RIGHTS, ARISING OUT OF THE FILING OR RECORDING WITH RESPECT THERETO.

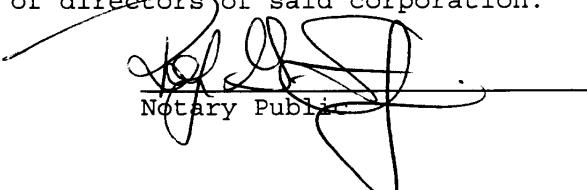
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized.

AKF CORP

By 
Name:
Title:

State of New York)
) ss:
County of New York)

On this 22nd day of December, 1995, before me personally came Robert J. Miller to me known, who being by me duly sworn, did depose and say that he resides at Woodbury, NY, that he is the President of AKF Corp., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto on the date hereof by order of the board of directors of said corporation.


Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

IN WITNESS WHEREOF, the parties hereto have caused this
Amendment to be executed by their respective officers thereunto
duly authorized.

INTERNATIONALE NEDERLANDEN
(U.S.) CAPITAL CORPORATION

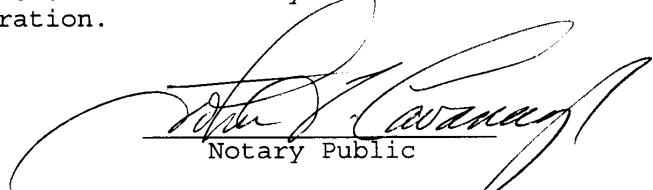
By Robert Novick

Name:

Title:

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 22nd day of DECEMBER, 1995, before me personally
came ROBERT NOVICK, to me known, who being by me duly sworn, did
depose and say that he resides at 401 RUSHMORE AVE., MVALARNECK
NY 10543, that he is VICE PRESIDENT of Internationale
Nederlanden (U.S.) Capital Corporation, the corporation described
in and which executed the foregoing instrument, and that he
signed his name thereto on the date hereof by order of the board
of directors of said corporation.


John L. Cavanaugh
Notary Public

JOHN L. CAVANAUGH
Notary Public, State of New York
No. 01CAE043438
Qualified in Westchester County
Commission Expires May 8, 1987

ANNEX A

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	18980	ACFX	49737	ACFX	64884
ACFX	27259	ACFX	49738	ACFX	64889
ACFX	27262	ACFX	49739	ACFX	64891
ACFX	27263	ACFX	49906	ACFX	64894
ACFX	27264	ACFX	49907	ACFX	64898
ACFX	27265	ACFX	49908	ACFX	65229
ACFX	27266	ACFX	49909	ACFX	65230
ACFX	27268	ACFX	49910	ACFX	65231
ACFX	27269	ACFX	49911	ACFX	65232
ACFX	27270	ACFX	49912	ACFX	65233
ACFX	27271	ACFX	49913	ACFX	65234
ACFX	27273	ACFX	49914	ACFX	65235
ACFX	27275	ACFX	49915	ACFX	65236
ACFX	27276	ACFX	49956	ACFX	65237
ACFX	27335	ACFX	59543	ACFX	65238
ACFX	27344	ACFX	64594	ACFX	65240
ACFX	27356	ACFX	64595	ACFX	65241
ACFX	27357	ACFX	64596	ACFX	65242
ACFX	27361	ACFX	64597	ACFX	65243
ACFX	27362	ACFX	64598	ACFX	65244
ACFX	27363	ACFX	64599	ACFX	65245
ACFX	27367	ACFX	64600	ACFX	65246
ACFX	27372	ACFX	64601	ACFX	65247
ACFX	27373	ACFX	64602	ACFX	65250
ACFX	27376	ACFX	64603	ACFX	65251
ACFX	27377	ACFX	64604	ACFX	65252
ACFX	27378	ACFX	64605	ACFX	65253
ACFX	27379	ACFX	64606	ACFX	65254
ACFX	27380	ACFX	64811	ACFX	65255
ACFX	27381	ACFX	64818	ACFX	65258
ACFX	27384	ACFX	64823	ACFX	65259
ACFX	27386	ACFX	64824	ACFX	65261
ACFX	36010	ACFX	64833	ACFX	65262
ACFX	36013	ACFX	64834	ACFX	65263
ACFX	36017	ACFX	64836	ACFX	65264
ACFX	36018	ACFX	64838	ACFX	65265
ACFX	36131	ACFX	64840	ACFX	65267
ACFX	36132	ACFX	64844	ACFX	65268
ACFX	36141	ACFX	64847	ACFX	65269
ACFX	36147	ACFX	64850	ACFX	65270
ACFX	36148	ACFX	64853	ACFX	65271
ACFX	36163	ACFX	64856	ACFX	65272
ACFX	38321	ACFX	64858	ACFX	65274
ACFX	41128	ACFX	64860	ACFX	65275
ACFX	41129	ACFX	64863	ACFX	65276
ACFX	41130	ACFX	64865	ACFX	65277
ACFX	41131	ACFX	64867	ACFX	65339
ACFX	41132	ACFX	64869	ACFX	65340
ACFX	47066	ACFX	64876	ACFX	65341
ACFX	47070	ACFX	64878	ACFX	65343

ANNEX A

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	65344	ACFX	75523	ACFX	79497
ACFX	65345	ACFX	75524	ACFX	79500
ACFX	65346	ACFX	75525	ACFX	79507
ACFX	65347	ACFX	75526	ACFX	79511
ACFX	65348	ACFX	75527	ACFX	79514
ACFX	65349	ACFX	75529	ACFX	79571
ACFX	65350	ACFX	75530	ACFX	79572
ACFX	71561	ACFX	77854	ACFX	79574
ACFX	71562	ACFX	78182	ACFX	79583
ACFX	71566	ACFX	78214	ACFX	79589
ACFX	71567	ACFX	78321	ACFX	82359
ACFX	71568	ACFX	78328	ACFX	83278
ACFX	71569	ACFX	78519	ACFX	83339
ACFX	71570	ACFX	79356	ACFX	83492
ACFX	72183	ACFX	79361	ACFX	83853
ACFX	72190	ACFX	79362	ACFX	84149
ACFX	72193	ACFX	79363	ACFX	84245
ACFX	72194	ACFX	79364	ACFX	84246
ACFX	72195	ACFX	79365	ACFX	84247
ACFX	72196	ACFX	79366	ACFX	84254
ACFX	72197	ACFX	79367	ACFX	84262
ACFX	72198	ACFX	79368	ACFX	86688
ACFX	72199	ACFX	79369	ACFX	86789
ACFX	72200	ACFX	79370	ACFX	86969
ACFX	72331	ACFX	79371	ACFX	86976
ACFX	72334	ACFX	79372	ACFX	86988
ACFX	72335	ACFX	79373	ACFX	86991
ACFX	72336	ACFX	79374	ACFX	86994
ACFX	72337	ACFX	79375	ACFX	87165
ACFX	72338	ACFX	79376	ACFX	87420
ACFX	72339	ACFX	79377	ACFX	87421
ACFX	72340	ACFX	79378	ACFX	87545
ACFX	72341	ACFX	79379	ACFX	87862
ACFX	72342	ACFX	79380	ACFX	88032
ACFX	72343	ACFX	79381	ACFX	88508
ACFX	72344	ACFX	79382	ACFX	88959
ACFX	72345	ACFX	79451	ACFX	88965
ACFX	72346	ACFX	79453	ACFX	89077
ACFX	72347	ACFX	79455	ACFX	89432
ACFX	72348	ACFX	79456	ACFX	89632
ACFX	72349	ACFX	79457	ACFX	89740
ACFX	72350	ACFX	79468	ACFX	89779
ACFX	72351	ACFX	79471	ACFX	89977
ACFX	72352	ACFX	79472	ACFX	89981
ACFX	72353	ACFX	79474	ACFX	99758
ACFX	72504	ACFX	79479	ACFX	99759
ACFX	72505	ACFX	79482	ACFX	99763
ACFX	75339	ACFX	79483	ACFX	99764
ACFX	75487	ACFX	79485	ACFX	99929
ACFX	75522	ACFX	79488		299 Cars

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
56650016	5AG PROCESSING, INC.	62110165	ACFX	72504	H	1988	01/01/93	12/31/97	3
56650016	5AG PROCESSING, INC.	62110165	ACFX	72505	H	1988	01/01/93	12/31/97	
56650018	10 ALLIED-SIGNAL, INC.	62110165	ACFX	72331	T	1987	01/01/93	12/31/97	
		62110165	ACFX	65229	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65230	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65231	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65232	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65233	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65234	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65235	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65236	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65237	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65238	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65240	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65241	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65242	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65243	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65244	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65245	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65246	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65247	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65250	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65251	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65252	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65253	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65254	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65255	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65258	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65259	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65261	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65262	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65263	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65264	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65265	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65267	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65268	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65269	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65270	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65271	H	1987	03/01/93	02/29/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
62110165	ACFX	65272	H	1987	03/01/93	02/29/96			
62110165	ACFX	65274	H	1987	03/01/93	02/29/96			
62110165	ACFX	65275	H	1987	03/01/93	02/29/96			
62110165	ACFX	65276	H	1988	03/01/93	02/29/96			
62110165	ACFX	65277	H	1987	03/01/93	02/29/96			
10 ALLIED-SIGNAL, INC.									41
16 AMERIGAS PROPANE, INC.									
17 OWENS - CORNING FIBERGLAS C									1
2209	ACFX	27259	H	1981	12/01/81	11/30/93			
2209	ACFX	27262	H	1981	12/01/81	11/30/93			
2209	ACFX	27263	H	1981	12/01/81	11/30/93			
2209	ACFX	27264	H	1981	12/01/81	11/30/93			
2209	ACFX	27265	H	1981	12/01/81	11/30/93			
2209	ACFX	27266	H	1981	12/01/81	11/30/93			
2209	ACFX	27268	H	1981	12/01/81	11/30/93			
2209	ACFX	27269	H	1981	12/01/81	11/30/93			
2209	ACFX	27270	H	1981	12/01/81	11/30/93			
2209	ACFX	27271	H	1981	12/01/81	11/30/93			
2209	ACFX	27273	H	1981	12/01/81	11/30/93			
2209	ACFX	27275	H	1981	12/01/81	11/30/93			
2209	ACFX	27276	H	1981	12/01/81	11/30/93			
2209	ACFX	49737	H	1980	12/01/81	11/30/93			
17 OWENS - CORNING FIBERGLAS C									14
106 DSM CHEMICALS NORTH AMERICA									
5873	ACFX	72183	T	1987	07/01/93	06/30/96			
5873	ACFX	72190	T	1987	07/01/93	06/30/96			
5873	ACFX	72193	T	1987	07/01/93	06/30/96			
5873	ACFX	72194	T	1987	07/01/93	06/30/96			
5873	ACFX	72195	T	1987	07/01/93	06/30/96			
5873	ACFX	72196	T	1987	07/01/93	06/30/96			
5873	ACFX	72197	T	1987	07/01/93	06/30/96			
5873	ACFX	72198	T	1987	07/01/93	06/30/96			
5873	ACFX	72199	T	1987	07/01/93	06/30/96			
5873	ACFX	72200	T	1987	07/01/93	06/30/96			
106 DSM CHEMICALS NORTH AMERICA									10
132 DARLING INTERNATIONAL INC.									
5971	ACFX	79455	T	1981	05/01/94	04/30/99			
5971	ACFX	79456	T	1981	05/01/94	04/30/99			
5971	ACFX	79468	T	1981	05/01/94	04/30/99			
5971	ACFX	79471	T	1981	05/01/94	04/30/99			
5971	ACFX	79472	T	1981	05/01/94	04/30/99			
5971	ACFX	79474	T	1981	05/01/94	04/30/99			

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	CAR TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
5971	132DARLING INTERNATIONAL INC.	15220074	ACFX	79482	T	1981	05/01/94	04/30/99	
5971	154DOW CHEMICAL COMPANY THE	15220074	ACFX	79483	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79485	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79488	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79497	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79507	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79571	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79572	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79574	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79583	T	1981	05/01/94	04/30/99	
5971	170EXXON CHEMICAL AMERICAS	15220074	ACFX	79589	T	1981	05/01/94	04/30/99	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64594	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64595	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64596	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64597	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64598	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64599	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64600	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64601	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64602	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64603	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64604	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64605	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220074	ACFX	64606	H	1986	01/01/87	12/31/96	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220077	ACFX	71561	T	1986	01/01/93	12/31/97	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220077	ACFX	71562	T	1986	01/01/93	12/31/97	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220077	ACFX	71566	T	1986	01/01/93	12/31/97	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220077	ACFX	71567	T	1986	01/01/93	12/31/97	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220077	ACFX	71568	T	1986	01/01/93	12/31/97	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220077	ACFX	71569	T	1986	01/01/93	12/31/97	
154DOW CHEMICAL COMPANY THE	132DARLING INTERNATIONAL INC.	15220077	ACFX	71570	T	1986	01/01/93	12/31/97	
67860049	170EXXON CHEMICAL AMERICAS	ACFX	64823	H	1987	02/01/94	01/31/97		
67860049	170EXXON CHEMICAL AMERICAS	ACFX	64824	H	1987	02/01/94	01/31/97		
67860049	170EXXON CHEMICAL AMERICAS	ACFX	64834	H	1988	02/01/94	01/31/97		
67860049	170EXXON CHEMICAL AMERICAS	ACFX	64836	H	1988	02/01/94	01/31/97		
67860049	170EXXON CHEMICAL AMERICAS	ACFX	64838	H	1988	02/01/94	01/31/97		
67860049	170EXXON CHEMICAL AMERICAS	ACFX	64847	H	1988	02/01/94	01/31/97		
67860049	170EXXON CHEMICAL AMERICAS	ACFX	64853	H	1988	02/01/94	01/31/97		

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
		67860049	ACFX	64856	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64858	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64860	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64863	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64869	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64876	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64878	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64889	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64891	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64898	H	1988	02/01/94	01/31/97	
						17			
	170EXXON CHEMICAL AMERICAS 183ANGUS CHEMICAL COMPANY	6220	ACFX	77854	T	1976	03/01/95	02/29/2000	
		6220	ACFX	84247	T	1972	03/01/95	02/29/2000	
						2			
	183ANGUS CHEMICAL COMPANY 252J M HUBER CORPORATION	2002	ACFX	79356	T	1980	02/01/93	01/31/98	
		2002	ACFX	79361	T	1980	02/01/93	01/31/98	
		2002	ACFX	79362	T	1980	02/01/93	01/31/98	
		2002	ACFX	79363	T	1980	02/01/93	01/31/98	
		2002	ACFX	79364	T	1980	02/01/93	01/31/98	
		2002	ACFX	79365	T	1980	02/01/93	01/31/98	
		2002	ACFX	79366	T	1980	02/01/93	01/31/98	
		2002	ACFX	79367	T	1980	02/01/93	01/31/98	
		2002	ACFX	79368	T	1980	02/01/93	01/31/98	
		2002	ACFX	79369	T	1980	02/01/93	01/31/98	
		2002	ACFX	79370	T	1980	02/01/93	01/31/98	
		2002	ACFX	79371	T	1980	02/01/93	01/31/98	
		2002	ACFX	79372	T	1980	02/01/93	01/31/98	
		2002	ACFX	79373	T	1980	02/01/93	01/31/98	
		2002	ACFX	79374	T	1980	02/01/93	01/31/98	
		2002	ACFX	79375	T	1980	02/01/93	01/31/98	
		2002	ACFX	79376	T	1980	02/01/93	01/31/98	
		2002	ACFX	79377	T	1980	02/01/93	01/31/98	
		2002	ACFX	79378	T	1980	02/01/93	01/31/98	
		2002	ACFX	79379	T	1980	02/01/93	01/31/98	
		2002	ACFX	79380	T	1980	02/01/93	01/31/98	
		2002	ACFX	79381	T	1980	02/01/93	01/31/98	
		2002	ACFX	79382	T	1980	02/01/93	01/31/98	
		2771	ACFX	75339	T	1981	11/01/94	10/31/99	
						17			
	252J M HUBER CORPORATION 263OCCIDENTAL CHEMICAL CORPORA	48860119	ACFX	89432	T	1970	10/01/95	12/31/99	
						24			

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	48860120	ACFX	78214	T	1977	10/01/95	09/30/2000	09/30/2000	12
	48860120	ACFX	83853	T	1971	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	86688	T	1973	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	86969	T	1974	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	86976	T	1974	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	86988	T	1974	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	86991	T	1973	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	86994	T	1973	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	89740	T	1971	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	89977	T	1971	10/01/95	09/30/2000	09/30/2000	
	48860120	ACFX	89981	T	1971	10/01/95	09/30/2000	09/30/2000	
263 OCCIDENTAL CHEMICAL CORPORA									
274 WESTWAY TRADING CORPORATION	5592.	ACFX	86789	T	1974	08/01/91	07/31/95		
274 WESTWAY TRADING CORPORATION									
293 JONES-HAMILTON CO.	6295	ACFX	78519	T	1978	00/00/00	00/00/00		1
293 JONES-HAMILTON CO.									
295 LAROCHE INDUSTRIES INC.									1
1293	ACFX	78182	T	1977	07/01/95	06/30/2000			
2412	ACFX	27357	H	1981	08/01/94	07/31/99			
2412	ACFX	27361	H	1981	08/01/94	07/31/99			
2412	ACFX	27362	H	1981	08/01/94	07/31/99			
2412	ACFX	27363	H	1981	08/01/94	07/31/99			
2412	ACFX	27367	H	1981	08/01/94	07/31/99			
2412	ACFX	27372	H	1981	08/01/94	07/31/99			
2412	ACFX	27373	H	1981	08/01/94	07/31/99			
2412	ACFX	27376	H	1981	08/01/94	07/31/99			
2412	ACFX	27377	H	1981	08/01/94	07/31/99			
2412	ACFX	27378	H	1981	08/01/94	07/31/99			
2412	ACFX	27379	H	1981	08/01/94	07/31/99			
2412	ACFX	27380	H	1981	08/01/94	07/31/99			
2412	ACFX	27381	H	1981	08/01/94	07/31/99			
2412	ACFX	27384	H	1981	08/01/94	07/31/99			
2412	ACFX	27386	H	1981	08/01/94	07/31/99			
2412	ACFX	49906	H	1981	08/01/94	07/31/99			
2412	ACFX	49907	H	1981	08/01/94	07/31/99			
2412	ACFX	49908	H	1981	08/01/94	07/31/99			
2412	ACFX	49909	H	1981	08/01/94	07/31/99			
2412	ACFX	49910	H	1981	08/01/94	07/31/99			
2412	ACFX	49911	H	1981	08/01/94	07/31/99			
2412	ACFX	49912	H	1981	08/01/94	07/31/99			
2412	ACFX	49913	H	1981	08/01/94	07/31/99			

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
295LAROCHE INDUSTRIES INC.		2412	ACFX	49914	H	1981	08/01/94	07/31/99	
313LAUHOFF GRAIN COMPANY		2412	ACFX	49915	H	1981	08/01/94	07/31/99	26
313LAUHOFF GRAIN COMPANY		3790	ACFX	49738	H	1980	10/01/95	09/30/2000	
326HUNTSMAN CHEMICAL COMPANY		3790	ACFX	49739	H	1980	10/01/95	09/30/2000	2
334MONTELL USA INC.		6491	ACFX	36132	H	1981	00/00/00	00/00/00	
		6491	ACFX	38321	H	1984	00/00/00	00/00/00	2
48740004		ACFX	59543	H	1980	01/01/95	12/31/99		
48740017		ACFX	36010	H	1980	11/01/94	10/31/99		
48740017		ACFX	36013	H	1980	11/01/94	10/31/99		
48740017		ACFX	36131	H	1981	11/01/94	10/31/99		
48740017		ACFX	36141	H	1981	11/01/94	10/31/99		
48740017		ACFX	36147	H	1981	11/01/94	10/31/99		
48740017		ACFX	36148	H	1981	11/01/94	10/31/99		
48740017		ACFX	36163	H	1981	11/01/94	10/31/99		
48740017		ACFX	99758	H	1981	11/01/94	10/31/99		
48740017		ACFX	99759	H	1981	11/01/94	10/31/99		
48740017		ACFX	99763	H	1981	11/01/94	10/31/99		
48740017		ACFX	99764	H	1981	11/01/94	10/31/99		
48740017		ACFX	99929	H	1981	11/01/94	10/31/99		
334MONTELL USA INC.		08000M	ACFX	84245	T	1972	11/01/94	10/31/95	
357MOBIL OIL CORPORATION		08000M	ACFX	84246	T	1972	11/01/94	10/31/95	
		08000M	ACFX	84254	T	1972	11/01/94	10/31/95	
		08000M	ACFX	84262	T	1973	11/01/94	10/31/95	
357MOBIL OIL CORPORATION		6600	ACFX	75487	T	1980	11/01/95	10/31/98	
371EXCEL CORPORATION		6600	ACFX	75622	T	1981	11/01/95	10/31/98	
		6600	ACFX	75623	T	1981	11/01/95	10/31/98	
		6600	ACFX	75524	T	1981	11/01/95	10/31/98	
		6600	ACFX	75525	T	1981	11/01/95	10/31/98	
		6600	ACFX	75526	T	1981	11/01/95	10/31/98	
		6600	ACFX	75527	T	1981	11/01/95	10/31/98	
		6600	ACFX	75529	T	1981	11/01/95	10/31/98	
		6600	ACFX	75530	T	1981	11/01/95	10/31/98	
		6600	ACFX	83278	T	1970	11/01/95	10/31/98	
		6600	ACFX	83492	T	1970	11/01/95	10/31/98	
		6600	ACFX	84149	T	1973	11/01/95	10/31/98	

13

4

ANNEX B

LESSEE CODE	LESSOR NAME	CONTRACT RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	YEAR OF CAR	BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	371 EXCEL CORPORATION	6600	ACFX	87420	T	1974	11/01/95	10/31/98		
	493 ROHM & HAAS COMPANY	6600	ACFX	87421	T	1974	11/01/95	10/31/98		
	493 ROHM & HAAS COMPANY	6600	ACFX	87545	T	1974	11/01/95	10/31/98		
	548 RHONE-POULENC BASIC CHEMICA	6600	ACFX	87862	T	1975	11/01/95	10/31/98		
	548 RHONE-POULENC BASIC CHEMICA	6600	ACFX	88959	T	1969	11/01/95	10/31/98		
	634 AIMCOR	6039	ACFX	36018	H	1980	08/01/94	07/31/99		17
	634 AIMCOR	49710550	ACFX	27356	H	1981	10/01/91	09/30/96		1
	806 TRANSFER CARS	6073	ACFX	47066	H	1967	09/01/94	08/31/97		1
	806 TRANSFER CARS	6073	ACFX	47070	H	1967	09/01/94	08/31/97		2
	1015 CALCINER INDUSTRIES, INC.	5336	ACFX	78321	T	1977	00/00/00	00/00/00		
	1015 CALCINER INDUSTRIES, INC.	5336	ACFX	78328	T	1977	00/00/00	00/00/00		
	1055 CHEVRON CHEMICAL COMPANY	65140005	ACFX	83339	T	1970	00/00/00	00/00/00		
	1055 CHEVRON CHEMICAL COMPANY	65140005	ACFX	88032	T	1966	00/00/00	00/00/00		
	1055 CHEVRON CHEMICAL COMPANY	65140005	ACFX	88508	T	1968	00/00/00	00/00/00		
	1055 CHEVRON CHEMICAL COMPANY	65140005	ACFX	88965	T	1968	00/00/00	00/00/00		
	1055 CHEVRON CHEMICAL COMPANY	65140005	ACFX	82359	T	1966	00/00/00	00/00/00		
	1211 EPSILON PRODUCTS COMPANY	5876	ACFX	27335	H	1981	11/01/92	10/31/97		7
	1211 EPSILON PRODUCTS COMPANY	5876	ACFX	27344	H	1981	11/01/92	10/31/97		
		5876	ACFX	41128	H	1988	08/15/95	02/29/96		
		5876	ACFX	41129	H	1988	08/15/95	02/29/96		
		5876	ACFX	41130	H	1988	08/15/95	02/29/96		
		5876	ACFX	41131	H	1988	08/15/95	02/29/96		
		5876	ACFX	41132	H	1988	08/15/95	02/29/96		
		5876	ACFX	64811	H	1987	07/01/93	06/30/99		
		5876	ACFX	64818	H	1987	07/01/93	06/30/99		
		5876	ACFX	64833	H	1988	07/01/93	06/30/99		
		5876	ACFX	64840	H	1988	07/01/93	06/30/99		
		5876	ACFX	64844	H	1988	07/01/93	06/30/99		
		5876	ACFX	64850	H	1988	07/01/93	06/30/99		
		5876	ACFX	64865	H	1988	07/01/93	06/30/99		
		5876	ACFX	64867	H	1988	07/01/93	06/30/99		
		5876	ACFX	64884	H	1988	07/01/93	06/30/99		
		5876	ACFX	64894	H	1988	07/01/93	06/30/99		

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	1241EAGLEBROOK, INC.								10
6221	ACFX	72334	T	1988	10/12/94	05/31/98			
6221	ACFX	72335	T	1988	10/12/94	05/31/98			
6221	ACFX	72336	T	1988	10/12/94	05/31/98			
6221	ACFX	72337	T	1988	10/12/94	05/31/98			
6221	ACFX	72338	T	1988	10/12/94	05/31/98			
6221	ACFX	72339	T	1988	10/12/94	05/31/98			
6221	ACFX	72340	T	1988	10/12/94	05/31/98			
6221	ACFX	72341	T	1988	10/12/94	05/31/98			
6221	ACFX	72342	T	1988	10/12/94	05/31/98			
6221	ACFX	72343	T	1988	10/12/94	05/31/98			
6221	ACFX	72344	T	1988	10/12/94	05/31/98			
6221	ACFX	72345	T	1988	10/12/94	05/31/98			
6221	ACFX	72346	T	1988	10/12/94	05/31/98			
6221	ACFX	72347	T	1988	10/12/94	05/31/98			
6221	ACFX	72348	T	1988	10/12/94	05/31/98			
6221	ACFX	72349	T	1988	10/12/94	05/31/98			
6221	ACFX	72350	T	1988	10/12/94	05/31/98			
6221	ACFX	72351	T	1988	10/12/94	05/31/98			
6221	ACFX	72352	T	1988	10/12/94	05/31/98			
6221	ACFX	72353	T	1988	10/12/94	05/31/98			
1241EAGLEBROOK, INC.									
1361KAMA CORPORATION									
1361KAMA CORPORATION									
1388HUNTSMAN POLYPROPYLENE CORP									
6345	ACFX	65339	H	1987	12/01/94	01/31/96			
6345	ACFX	65340	H	1987	12/01/94	01/31/96			
6345	ACFX	65341	H	1987	12/01/94	01/31/96			
6345	ACFX	65343	H	1987	12/01/94	01/31/96			
6345	ACFX	65344	H	1987	12/01/94	01/31/96			
6345	ACFX	65345	H	1987	12/01/94	01/31/96			
6345	ACFX	65346	H	1987	12/01/94	01/31/96			
6345	ACFX	65347	H	1987	12/01/94	01/31/96			
6345	ACFX	65348	H	1987	12/01/94	01/31/96			
6345	ACFX	65349	H	1987	12/01/94	01/31/96			
6345	ACFX	65350	H	1987	12/01/94	01/31/96			
1388HUNTSMAN POLYPROPYLENE CORP									
1455NATIONAL BEEF PACKING COMP									
1455NATIONAL BEEF PACKING COMP									
1457PLASMINE TECHNOLOGY, INC.									
1457PLASMINE TECHNOLOGY, INC.									
08000A	ACFX	87165	T	1974	07/01/95	06/30/96			
6230	ACFX	89077	T	1969	00/00/00	00/00/00			

1

1

1

ANNEX B